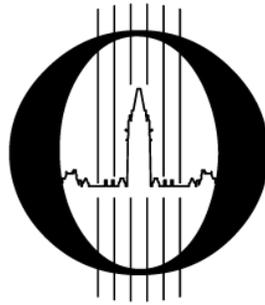


Effective: 2018-01-28



**OTTAWA GUITAR SOCIETY
SOCIÉTÉ DE GUITARE D'OTTAWA**

By-Law approved by vote on: 2018-01-28

Corporate Officers

President: Louis Trépanier

Secretary: Alexandre Marcotte, M.Mus., LLB, JD

Treasurer: Grégoire Gagnon, D. Mus. & MPA

Ottawa Guitar Society By-Law 1

Article 1

Name, Purpose (Mission), Head Office and Seal

1. This Society is a non-profit and non-commercial association of persons interested in the guitar. It shall be known as the Ottawa Guitar Society (OGS).
2. The OGS's purpose is to foster understanding, appreciation and the study of the guitar, and to bring together all those who desire to further these aims.
3. The Head Office address must be in the City of Ottawa (Canada) area. The OGS may use the home or business address of any of its Board Members as it deems fit. This address must be published and made known to Members and/or to the general public.
4. The Official Seal is as appears on the cover page of this document. Use of the Seal may be granted by the Board of Directors in its sole discretion.

Article II

Membership and voting privileges

1. Any person (16 years of age or older) is eligible for membership in the Society. On a case by case basis and under the sole discretion of the Board of Directors, persons 15 years of age or younger may be admitted as Members (not as dependents in a Family Membership) and be granted voting rights.
2. Any person who is distinguished in the field of guitar, or who has performed outstanding service for the Society, may be proposed by any member in good standing as an Honorary Member of the Society. The proposal shall be subject to approval first by the Executive Board, and then by the general membership at the Annual Meeting, at which a majority vote will prevail.
3. A family may obtain a membership and include adults and children of all ages. Unless otherwise accepted by the Executive Members of the Board of Directors, a family may include up to 5 members. Presumably, the Family Membership would imply 2 parents and up to 3 dependents. The Executive Committee of the Board of Directors, in their sole discretion, may expand or limit the number of persons included in the Family Membership on a case by case basis.
4. Every Membership entitles the Member to a single vote in meetings (Annual General Meeting or otherwise). In the case of a Family Membership, a single vote is awarded for the entire family and must be exercised by a person of 16 years of age or older.
5. Voting privileges may be exercised in person, by proxy (see Annex 1) or by e-vote.

Article III

Membership meetings and quorum

1. The Annual Meeting of the Society shall be called and held at an appointed time decided upon by the Executive Committee. At this meeting, Officers of the Society shall be elected, the annual financial statement shall be presented and any other business carried out. Any question, business or point of controversy may be raised by any member, on which members shall vote by a show of hands or by ballot, if requested. Notice of the

Ottawa Guitar Society By-Law 1

Annual Meeting shall be mailed electronically and or by any other means deemed proper by the Executive Committee to members at least two weeks in advance of the chosen date.

2. Special Meetings may be called at the direction of the Executive Committee upon one week's notification to the membership. The Executive Committee shall call a Special Meeting at the request of five (5) or more Members. This request must be addressed to the Secretary and/or the President via e-mail or registered mail to the official OGS address as described in Article 1, Paragraph 3 of this By-Law.
3. A member who is unable to attend a meeting may delegate his vote by proxy to another member, in writing. This proxy counts as a presence for the purposes of establishing quorum.
4. The authority on procedural matters at meetings shall be 'Robert's Rules of Order'.
5. Quorum is established at five (5) voting Members present (excluding current serving Board of Directors Members), in person or by proxy.
6. Any Society Member may bring any business he wishes to the attention of the Board, either by letter or email.

Article IV

Board of Directors

1. The Board of Directors shall consist of three (3) to seven (7) Members.
2. The Board of Directors has the authority to administer all of the OGS's affairs.
3. The Executive Committee shall consist of three Officers (President, Secretary and Treasurer) and up to four Directors of Activities. All of these shall be Members in good standing of the Society.
4. The Executive Committee Members (President, Secretary and Treasurer) are to be confirmed by vote at the AGM every year.
5. The Board of Directors may, from time to time, expand the number of Directors as it sees fit to manage its business. These appointments and modifications must be made with a precise mandate and term end. By default, and unless otherwise explicitly noted, appointments are for 1-year terms (from AGM to AGM).
6. Mandates may be attributed without nomination to the Board of Directors.
7. The Board shall be responsible for planning and executing the activities of the Society; accountability to the Membership; for transacting all the Society's business except the election of Officers, election of Honorary Members and approval of changes and amendments to the Constitution.
8. Quorum for a Meeting of the Board of Directors is established as the majority of Board Members present in person, by proxy or having waived in writing their right to participate (see Annex 2). All Board Meetings must include at least one Officer of the Executive Committee.
9. Board of Directors meetings notice is established at two (2) week's.
10. Board of Directors meetings may occur with lesser notice and be deemed legitimate if absent Directors waive, in writing, their right to participate.

Ottawa Guitar Society By-Law 1

11. Should a vacancy occur on the Executive Committee, due to any cause, the remaining Members of the Board are empowered to nominate a Member to fill the vacancy until the next Annual Meeting. Should all three Officer positions be vacated, an Annual General Meeting must be called immediately by the remaining Board of Directors Members. The Member with the longest Membership in good standing shall assume the interim Presidency till the Annual General Meeting may be called.
12. The Directors (inclusive of the Executive Committee Members) shall be volunteers and seek no indemnification for the business of the OGS. Reasonable expenses incurred within the parameters of the Executive or Board functions may be reimbursed with approval of the Board of Directors.
13. Directors (inclusive of the Executive Committee members) conflicted or interested by contracts or transactions with the OGS must declare these to the Board as a whole. The Board as a whole must approve or deny the contract or transaction. Any approved contracts must be declared at the next Annual General Meeting.

Article V

Duties of the Officers and Directors of Activities

1. The Officers of the Society shall be a President, Treasurer and Secretary.
2. It shall be the duty of the President to preside at meetings of the Society and the Executive Board; to enforce observance of order and the Constitution of the Society; to appoint tellers at elections and inspect and announce the results of balloting; and to provide such leadership as may be appropriate to the welfare of the Society.
3. The Secretary or Treasurer shall perform the duties of the President in absence of the latter, and undertake any other executive tasks as the President may designate. The order of precedence shall be first Secretary, then Treasurer.
4. The Secretary shall keep the minutes of meetings, receive and answer communications, issue all necessary notices, and preserve the records of the Society.
5. The Treasurer shall collect the dues and other monies owed to the Society and disburse the Society's funds as directed by the Executive Committee. He shall make reports to the Board at their regular meetings and/or at such other times as the Board may direct. He shall keep a bank account in a chartered bank and keep a set of books. An audit of his accounts shall be made annually at the direction of the President. The Treasurer's report shall be approved by a 2/3 majority vote at the Annual Meeting.
6. Cheques and other financial obligations of the Society may be signed by a single Officer of the Society, preferably the President and/or the Treasurer, as authorized by the Board.
7. Directors of Activities shall perform those functions as may be required by the Executive Committee from time to time.

Article VI

Committees

1. Such committees as may be needed shall be appointed by the Executive Committee to assist in the Society's affairs. The President shall be an ex-officio member of all committees.
2. The actions and durations of all committees are subject to review and approval by the Executive

Ottawa Guitar Society By-Law 1

Committee.

Article VII
Membership Dues

1. Dues and Membership fees are established by the Executive Committee, voted and approved by the Board of Directors and ultimately made public prior to the launch of the subsequent Season. The Board of Directors may, from time to time, revise decisions relating to fees and Membership privileges as it sees fit.
2. Honorary Members of the Society shall not be required to pay dues. Honorary Members shall enjoy all privileges of membership excepting the right to vote and hold office.
3. Notice and grace periods may be awarded from time to time by Members of the Executive Committee.
4. If payment is not received within fourteen (14) days after the notice is issued, delinquent members shall be dropped from the Society's rolls, except in such special cases as the Executive Committee may approve.

Article VIII
By-Law ratification and use

1. This set of By-Laws (formerly included in the Constitution) replaces the original Constitution's (formerly approved on May 16th, 1970) rules and is enforceable as of 28 January 2018 after the approval of 2/3 majority of votes at the Annual General Meeting having taken place on the same day.
2. In all cases and for future interpretation, no rule, regulation, procedure, decision or action-item may contradict Municipal, Provincial or Federal laws in place.
3. Any omissions or circumstances unforeseen by these By-Laws are subject to scrutiny under all legal levels as stated in the previous paragraph and must be considered in accordance to the Ontario Not-For-Profit Act (NFPA) and Canadian Not-For-Profit-Act (CNFPA).
4. The By-Laws are subject to review and/or renewed approval of the Society's Members at future Annual or Special Meetings of the Society and subject to a 2/3 majority of the votes of the members present, in person or by proxy to be officialized.
5. While translations of this document may be made available, the English version will remain the authoritative version for all questions or interpretations.
6. The definite copy signed by the Corporation's Officers is kept by the Secretary of the Corporation.

President	Secretary	Treasurer
Date/Location	Date/Location	Date/Location

Ottawa Guitar Society By-Law 1

Annex 1

Proxy vote

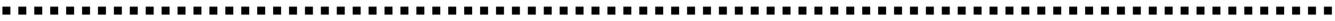
1. Members may bestow or relinquish voting privileges to other Members in good standing.
2. Proxy forms may be sent by regular mail or email to the published OGS coordinates. Proxy forms may also be brought to OGS meetings and handed to the Secretary by the appointee.
3. Unless specially provided for by Board authorization, an actual Member’s signature must be apposed on the form. I.E. forms must be signed, photographed/scanned and then sent electronically.
4. Proxy forms and appointments must be recorded into Meeting Minutes.
5. The proxy may be in the following form (typed or legibly hand-written):



I, _____, Member in good standing of the Ottawa Guitar Society hereby appoint _____ as proxy to act/vote on my behalf for:

- (1) the OGS meeting held on _____
AND/OR
- (2) for the period of (YYYY/MM/DD) _____ till (YYYY/MM/DD) _____
inclusively.

Signature of Member _____ Date _____ Location _____



Annex 2

Waiver

1. Board of Directors Members may waive their right to attend meetings. In cases where a Member of the Board of Directors does not feel that their presence is necessary or that the business to conduct does not particularly pertain to their functions/decisional rights, Board of Directors Members may send a written waiver of attendance thus reducing the physically present quorum threshold. E.G. Without disregarding the other quorum provisions in the By-Law, a Board of Directors with seven Members may, with a duly called meeting, conduct business with only three (3) Members physically present and one (1) Member having waived their presence.